

LEECH TISHMAN ROBINSON BROG PLLC

875 Third Avenue

New York, New York 10022

Fred B. Ringel

Steven Eichel

Clement Yee

Proposed Attorneys for the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re:

STARLIN LLC et al.,¹

Debtors.

-----X

Chapter 11

Case No. 22-10888 (MG)

(Jointly Administered)

In re:

175 SPRING STREET LLC ,

Debtor.

-----X

In re:

610 WEST 46TH STREET LLC.,

Debtor.

-----X

Chapter 11

Case No. 22-11228 (MG)

Chapter 11

Case No. 22-11229 (MG)

¹ The Mezz Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Starlin LLC (6765); 610 West 46th Street Enterprises, Ltd. (1937); RM Holdings Company Inc. (2733); BRC Owners, L.P. (5295); RG Mezz LLC (2437); RG Mezz III LLC (2895); RG Mezz V LLC (9871); and RG Mezz VI LLC (8222).

-----X
In re:

Chapter 11

616-620 WEST 64TH STREET LLC,

Case No. 22-11230 (MG)

Debtor.

-----X
In re:

Chapter 11

616 11TH AVENUE LLC,

Case No. 22-11232 (MG)

Debtor.

-----X
In re:

Chapter 11

609 11TH AVENUE LLC,

Case No. 22-11233 (MG)

Debtor.

-----X
In re:

Chapter 11

613 11TH AVENUE LLC,

Case No. 22-11234 (MG)

Debtor.

-----X
In re:

Chapter 11

617 11TH AVENUE LLC,

Case No. 22-11236 (MG)

Debtor.

-----X
In re:

Chapter 11

623 11TH AVENUE LLC,

Case No. 22-11237 (MG)

Debtor.

-----X

-----X

In re:

Chapter 11

108 MERRICK BOULEVARD LLC,

Case No. 22-11238 (MG)

Debtor.

-----X

In re:

Chapter 11

533 WEST 27 STREET
COMMON MEMBER LLC,

Case No. 22-11239 (MG)

Debtor.

-----X

**APPLICATION PURSUANT TO
SECTION 105 OF THE BANKRUPTCY CODE AND
RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE FOR ORDER DIRECTING JOINT ADMINISTRATION**

TO THE HONORABLE MARTIN GLENN,
CHIEF UNITED STATES BANKRUPTCY JUDGE:

175 Spring Street LLC, 610 West 46th Street LLC, 623 11th Avenue LLC,
617 11th Avenue LLC, 616 11th Avenue LLC, 108 Merrick Boulevard LLC, 613
11th Avenue LLC, 609 11th Avenue LLC, 616-620 West 46th Street LLC
(collectively, "PropCo Debtors") and 533 West 27 Street Common Member LLC
("Common Member Debtor," and together with the PropCo Debtors, the "Debtors"),
by their proposed attorneys, Leech Tishman Robinson Brog PLLC, seek the entry of
an order directing the joint administration of their estates for procedural purposes
only pursuant to section 105(a) of title 11 of the United States Code ("Bankruptcy

Code”) and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure
 (“Bankruptcy Rules”).

JURISDICTION, VENUE AND STATUTORY PREDICATE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. This motion has been referred to this Court for consideration under Section 157 of the Judicial Code and the Standing Order of Reference Regarding Title 11 (S.D.N.Y. Feb 1, 2012) (Preska, C.J.).

3. The statutory predicates for this relief are section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b).

BACKGROUND

4. On September 14, 2022 (“Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, “Chapter 11 Cases”).

5. The below Debtors are the owners of real property and improvements located at these addresses:

| Debtor | Property |
|--|--|
| 175 Spring Street, LLC | 175 Spring Street, NY, NY |
| 610 West 46 th Street LLC | 610 West 46 th Street, NY, NY |
| 616-620 West 46 th Street LLC | 616-620 West 46 th Street, NY, NY |

| | |
|---------------------------------|--|
| 616 11 th Avenue LLC | 616-624 11 th Avenue, NY, NY |
| 609 11 th Avenue LLC | 603 West 45 th Street aka 609-611 11 th Avenue, NY, NY |
| 613 11 th Avenue LLC | 613-615 11 th Avenue, NY, NY |
| 617 11 th Avenue LLC | 617 11 th Avenue, NY, NY |
| 623 11 th Avenue LLC | 623 11 th Avenue, NY, NY |
| 108 Merrick Boulevard LLC | 108-02 and 108-16 Merrick Boulevard, Queens, NY |

6. Common Member was the owner of an interest in a property located at 533-535 West 27th Street New York, New York (“27th Street Property”) and owned by Westside Realty of New York Inc. On August 11, 2021, there was a UCC sale of the Common Member’s membership interests in its joint venture in the 27th Street Property. Common Member is a party to the Settlement Agreement filed contemporaneously herewith as ECF Doc No. 23 in the chapter 11 cases captioned *In re Starlin LLC et al.*, Case No. 22-10888 (MG).

7. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or committee has been requested or appointed in these cases.

8. A detailed description of the background of these cases are set forth in the Declaration Pursuant to Local Rule 1007-2 and in the Debtors’ motion

seeking approval of its Settlement Agreement pursuant to Fed. R. Bankr. P 9019 (“9019 Motion”) between the Debtors and Clinton PB Holdings I LLC (“Clinton I”), Clinton PB Holdings II LLC (“Clinton II”) and Clinton PB Holdings III LLC (collectively, the “CPBH Entities”), both of which are filed in the chapter 11 cases captioned *In re Starlin LLC et al.*, Case No. 22-10888 (MG) and filed as ECF Doc. No. 21 and ECF Doc. No. 23, respectively.

RELIEF REQUESTED

9. By this Motion, the Debtors seek the joint administration and consolidation of the Chapter 11 Cases for procedural purposes only pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b) with the already filed and jointly administered cases of Starlin LLC and its affiliates (together, “Mezz Debtors”), which is filed as *In re Starlin LLC et al.*, Case No. 22-10888 (MG) (jointly administered).

10. As explained below, the Debtors believe that, based on their affiliated status, the joint handling of the administrative matters respecting these cases – including, without limitation, the use of a single docket for matters occurring in the administration of the estates and the combining of notices to creditors – will help expedite the Chapter 11 Cases and render their administration more efficient and economical.

11. The Debtors seek the entry of an order directing the joint administration for procedural purposes only under section 105 of the Bankruptcy Code and Bankruptcy Rule 1015. A proposed order is annexed hereto.

12. Bankruptcy Rule 1015 provides that:

(b) Cases Involving Two or More Related Debtors. If . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates. Prior to entering an order the court shall give consideration to protecting creditors of different estates against potential conflicts of interest. . . .

Fed. R. Bankr. P. 1015(b).

13. Section 105(a) of the Bankruptcy Code provides that “the court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. §105(a).

14. The Debtors and Mezz Debtors are “affiliates” through a common ownership structure. Accordingly, this Court may grant the requested relief. The Debtors believe that joint administration of Debtors’ Chapter 11 cases together with the Mezz Debtors’ already filed cases would be practical, expedient, economical and

less time-consuming for the Debtors, their management and professionals, the court, the Clerk's office and all parties in interest. Joint administration will avoid the preparation, replication, service and filing, as applicable, of duplicative notices, applications and orders in each of the debtor cases, thereby saving the Debtors' estates considerable expense and conserving their resources.

15. The Debtors believe that the majority of the applications, hearings and orders to be made, held and entered in these cases will affect all of the Debtors and the Mezz Debtors. Accordingly, the Debtors believe that the burdens on the Clerk and the Court would be substantially increased if separate dockets were maintained for each of the Debtors' cases on top of the separate docket for the Mezz Debtors. Without an order directing joint administration, originals of virtually every pleading, motion, application, notice and order would have to be duplicated and filed and served in each of the affiliated cases.

16. Accordingly, joint administration and procedural consolidation will facilitate the efficient and economical administration of these cases, promote the interests and convenience of the parties and reduce costs and expedite administration. Further, supervision of the administrative aspects of these cases by the United States Trustee will be simplified.

17. The Debtors believe that no party in interest will be prejudiced by the relief requested in this motion. The rights of creditors will not be adversely affected because the relief requested is purely procedural and is not intended to affect the substantive rights of any party. In fact, the rights of all creditors will be

enhanced by the reduced costs that will result from the joint administration of these Chapter 11 Cases. The Court will also be relieved of the burden of entering duplicative orders and maintaining redundant files.

18. Each creditor will still have to file a claim against the particular debtor or estate, or Debtors or estates, allegedly responsible for such debt.

19. Accordingly, the Debtors ask the Court to modify the caption of their cases to reflect the joint administration of these chapter 11 cases:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re: Chapter 11

STARLIN LLC, *et al.*¹ Case No. 22-10888 (MG)

Debtors. (Jointly Administered)

-----X

1. The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Starlin LLC (6765); 610 West 46th Street Enterprises, Ltd. (1937); RM Holdings Company Inc. (2733); BRC Owners, L.P. (5295); RG Mezz LLC (2437); RG Mezz III LLC (2895); RG Mezz V LLC (9871); and RG Mezz VI LLC (8222); 175 Spring Street, LLC (4249); 610 West 46th Street LLC (3898); 616-620 West 46th Street LLC (3706); 616 11th Avenue LLC (5258); 609 11th Avenue LLC (5047); 613 11th Avenue LLC (6820); 617 11th Avenue LLC (9177); 623 11th Avenue LLC (5464); 108 Merrick Boulevard LLC (3250); and 533 West 27 Street Common Member LLC (4518).

20. The Debtors request that the docket of the Debtors' jointly administered cases be maintained under the case number assigned to the Mezz Debtors, Starlin LLC, LLC, Case No. 22-10888 (MG). The Debtors also seek the Court's direction that a notation substantially similar to the following notation be

entered on the docket sheet in each of the Debtors' chapter 11 cases:

An order has been entered in this case, directing the joint administration of this case with the case of Starlin LLC, Case No. 22-10888 (MG).

21. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis as long as separate allocations of disbursements will be made for each debtor. Consolidated monthly operating reports will further administrative economy and efficiency without prejudice to any party in interest.

NOTICE

22. Notice of this motion has been given to the Office of the United States Trustee for the Southern District of New York. The Debtors believe that such notice is sufficient under the circumstances and that no further notice need be given to any party.

CONCLUSION

23. For the reasons stated above, the Debtors request that these bankruptcy cases be jointly administered.

24. No prior request for this relief has been made to this or any other court.

WHEREFORE, the Debtors seek the entry of an order: (i) directing the joint administration of their estates pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b); and (ii) granting to the Debtors such other and further relief as is just and appropriate.

Dated: New York, New York
September 14, 2022

**LEECH TISHMAN
ROBINSON BROG PLLC**

By: /s/ Fred B. Ringel
Fred B. Ringel
875 Third Avenue
New York, New York 10022
(212) 603-6300
Proposed Attorneys for the Debtors